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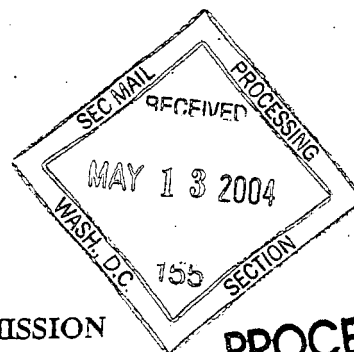
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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

OMB APPROVAL
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

PROCESSED  
MAY 17 2004  
THOMSON  
FINANCIAL

FORM D

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (X) check if this is an amendment and name has changed, and indicate change.)  
M & M, L.L.C.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

M&amp;M, L.L.C.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone  
Number (Including Area Code)

3215 9TH AVE. SOUTH GREAT FALLS, MT. 59405 406 231-0525

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone  
Number (Including Area Code)  
(if different from Executive Offices)

Brief Description of Business

RESTAURANT

Type of Business Organization

☐ corporation ☐ limited partnership, already formed ☒ other (please specify):  
☐ business trust ☐ limited partnership, to be formed LIMITED LIABILITY COMPANYMonth  
YearActual or Estimated Date of Incorporation or  
Organization:[ 1 ] [ 2 ] [ 0 ] [ 3 ] ☐ Actual ☐  
EstimatedJurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for  
State:CN for Canada; FN for other foreign jurisdiction) ☐ M ☐ T**GENERAL INSTRUCTIONS****Federal:****Who Must File:** All issuers making an offering of securities in reliance on an exemption under  
Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).**When to File:** A notice must be filed no later than 15 days after the first sale of securities in the  
offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the  
earlier of the date it is received by the SEC at the address given below or, if received at that address  
after the date on which it is due, on the date it was mailed by United States registered or certified  
mail to that address.**Where to File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C.  
20549.**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be  
manually signed. Any copies not manually signed must be photocopies of manually signed copy or  
bear typed or printed signatures.

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

[ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ <u>600,000.00</u>	\$ <u>600,000.00</u>
[ X ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other	\$ _____	\$ _____
(Specify _____).	\$ _____	\$ _____
Total	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>1</u>	\$ <u>200,000.00</u>
Non-accredited Investors .....	<u>9</u>	\$ <u>400,000.00</u>
Total (for filings under Rule 504 only) .....		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
<u>Regulation A</u>		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$ -0-
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ 2,500.00
Legal Fees	<input checked="" type="checkbox"/> \$ 15,000.00
Accounting Fees	<input checked="" type="checkbox"/> \$ 2,500.00
Engineering Fees	<input type="checkbox"/> \$ -0-
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ -0-
Other Expenses (identify)	<input type="checkbox"/> \$
Total	<input type="checkbox"/> \$

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 585,000.00


5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to	
Officers,	Payments
Directors, &	To
Affiliates	Others

Salaries and fees .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 60,000.00
Purchase of real estate .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$ 330,000.00
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 330,000.00
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 105,000.00
Other (specify): .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 90,000.00
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals .....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ 585,000.00	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) M & M, L.L.C.	Signature 	Date 10 mar 04
Name of Signer (Print or Type) MICHAEL LOY	Title of Signer (Print or Type) GENERAL MANAGER	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)